

**UNITED STATES LEASING INTERNATIONAL, INC.**

February 7, 1979

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. *1425* FEB 14 1979

FEB 14 1979 - 2 25 PM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under provisions of Section 20c of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, are the original and two counterparts of a Release which is a supplement to a Security Agreement dated as of February 15, 1972, which Agreement was recorded under the provisions of such Section on February 15, 1972 and bears recordation Number 6501 and an Assignment of Security Agreement dated as of November 2, 1972 which was recorded on November 8, 1972 and bears recordation Number 6501-A.

The names and addresses of the parties to the enclosed document are:

DEBTOR: D. E. Mundell and Frank B. Smith, Trustees  
under a Trust Agreement dated as of  
June 1, 1971  
633 Battery Street  
San Francisco, California 94111

SECURED

PARTY: The Aetna Casualty and Surety Company  
Assigned on November 2, 1972 to  
First National Bank of Birmingham  
Birmingham, Alabama 35288

The general description of the equipment covered by the Release is as shown in Exhibit A hereto.

The undersigned is an Executive Officer of the Agent of the Trust established under the aforementioned Trust Agreement, and has knowledge of the matters set forth herein.

Please return the original of the enclosed Release to Mrs. Desa Wakeman, United States Leasing International, Inc., 633 Battery Street, San Francisco, California 94111.

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Also enclosed is a remittance in the amount of \$10.00  
covering the required recording fee.

Very truly yours,

UNITED STATES LEASING INTERNATIONAL, INC.  
Agent for S.C.L. Trust No. 17

By *Hesa Wakeman*  
Assistant Vice President

DW:cb

Encls.

Interstate Commerce Commission

Washington, D.C. 20423

3/1/78

OFFICE OF THE SECRETARY

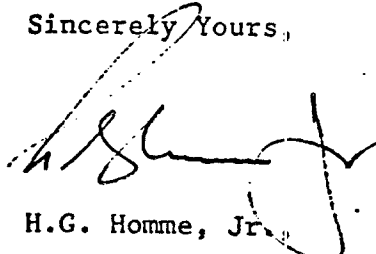
Dana Waldman  
U.S. Leasing International, Inc.  
637 Battery Street  
San Francisco, Calif. 94111

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 2/14/78 at 2:20pm , and assigned recordation number(s) 6501-L

Sincerely Yours,



H.G. Homme, Jr.  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

RELEASE

FEB 14 1979 -2 25 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, under the Lease of Railroad Equipment dated June 1, 1971 (the Lease) between D.E. Mundell and Frank B. Smith, Trustees under the Trust Agreement dated as of June 1, 1971 (the Trust Agreement) and Seaboard Coast Line Railroad Company (S.C.L.), S.C.L. acquired the possession and use of the railroad equipment described in the Lease (the Equipment); and

WHEREAS, under the Security Agreement dated as of February 15, 1972 (the Security Agreement) from the Trustees to the Aetna Casualty and Surety Company (Aetna), the Trustees conveyed, warranted, mortgaged, assigned, pledged, and granted to Aetna a security interest in and to its right, title, and interest to the Equipment to secure payment of a certain 7-3/4% Secured Note (the Note) dated February 15, 1972; and

WHEREAS, pursuant to the Assignment of Security Agreement dated as of November 2, 1972 from Aetna to First National Bank of Birmingham (the Secured Party) Aetna assigned all of its right, title, and interest in the Security Agreement to the Secured Party; and

WHEREAS, on or about August 15, 1978 all principal and interest on said Note has been paid to Secured Party; and

WHEREAS, Seaboard Coast Line Railroad Company wishes to purchase from S.C.L. Trust No. 17, established by the Trust Agreement (Trust), all of the cars covered under Schedule B-1 of the Lease as of this date, which cars are as described on Exhibit "A" attached to this Release and made a part hereof (the Railroad Cars):

NOW THEREFORE, for good and valuable consideration received, the Secured Party hereby relinquishes all right, title and interest in and to the Railroad Cars.

IN WITNESS WHEREOF, the undersigned has executed this Release on this 15th day of February, 1979

FIRST NATIONAL BANK OF BIRMINGHAM

By Laurel B. Nielsen  
Assistant Vice President

(SEAL)

CORPORATE FORM OF ACKNOWLEDGMENT

State of Alabama

County of Jefferson

ss:

On this 2nd day of February, 1979, before me personally appeared Claude B. Nielsen, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of First National Bank of Birmingham, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert B. Kite  
Notary Public

(SEAL)

My commission expires:

Robert B. Kite, Alabama Notary Public  
My commission expires 1-1-80  
Issued by Home Insurance Co. of NY

EXHIBIT "A" TO THE RELEASE

DATED

FEBRUARY 15, 1979

Two hundred forty-nine (249) reconstructed box cars bearing identification numbers:

|           |                  |           |
|-----------|------------------|-----------|
| SCL 11858 | to and including | SCL 11943 |
| SCL 12104 | " " "            | SCL 12161 |
| SCL 12163 | " " "            | SCL 12186 |
| SCL 12188 | " " "            | SCL 12191 |
| SCL 12193 | " " "            | SCL 12223 |
| SCL 12227 | " " "            | SCL 12243 |
| SCL 12245 | " " "            | SCL 12253 |
| SCL 12255 | " " "            | SCL 12256 |
| SCL 12258 | " " "            | SCL 12275 |

Seventy-seven (77) reconstructed gondola cars bearing identification numbers:

|            |                  |            |
|------------|------------------|------------|
| SCL 130750 | to and including | SCL 130753 |
| SCL 130755 | " " "            | SCL 130806 |
| SCL 130808 | " " "            | SCL 130818 |
| SCL 130820 | " " "            | SCL 130829 |